

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT AND EXTENSION OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

§

10570210

Electronically Recorded
Chesapeake Operating, Inc.

COUNTY OF TARRANT

§

KNOW ALL MEN BY THESE PRESENTS:

§

WHEREAS, CITY OF FORT WORTH, a home rule municipal corporation of the state of Texas, whose address is 1000 Throckmorton Street, Fort Worth, Texas 76102 ("Lessor") executed that certain Oil, Gas and Mineral Lease ("the Lease") dated September 15, 2008, and effective September 15, 2008 unto **CHESAPEAKE EXPLORATION, LLC**, an Oklahoma limited liability company ("Lessee"), which is recorded as Instrument #D208377273 of the Official Public Records of Tarrant County, Texas, covering lands more specifically described therein; and,

WHEREAS, **Total E&P USA, Inc.**, ("Total") whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided twenty-five percent (25%) of Chesapeake's working interest in the aforementioned Lease;

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional one (1) year as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to September 15, 2011, and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled therewith, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 15th day of September, 2008, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:

CITY OF FORT WORTH

By: _____

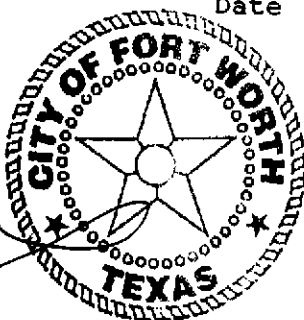
Assistant City Manager

L-14559
Contract Authorization

10/5/10
Date

ATTEST:

City Secretary



APPROVED AS TO FORM AND LEGALITY:

By: Sarah J. Jellison
Assistant City Attorney

Date: 10/13/10

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President -
Land and Legal & General Counsel

Total E&P USA, Inc.

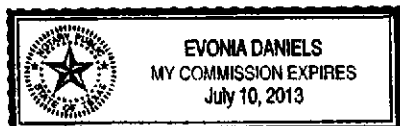
By: [Signature]
Name: Eric Bonnin
Title: President, Business Development & Strategy

ACKNOWLEDGEMENT

THE STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on this 13th day of October, 2010, by
Fernando Costa



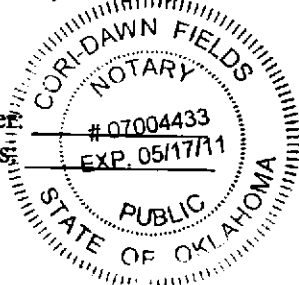
[Signature]
Notary Public, State of Texas

STATE OF OKLAHOMA)

COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this 8th day of November, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

My Commission Number
My Commission Expires



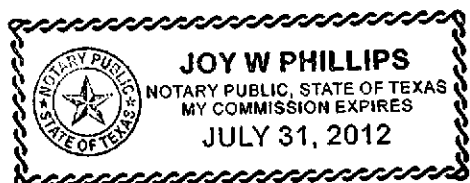
[Signature]
Notary Public

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 11450
Oklahoma City, OK 73154

THE STATE OF TEXAS

COUNTY OF Harris

This instrument was acknowledged before me on this 15th day of November, 2010, by
Eric Bonnin as Vice President, Business Development & Strategy of Total E&P
USA, Inc., on behalf of said corporation.



[Signature]
Notary Public, State of Texas